



MIO PARTNERS, INC.
Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of MIO Partners, Inc. (“**MIO**”). If you have any questions about the contents of this brochure, please contact us at (212) 203-4000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Additional information about MIO is also available on the SEC’s website at www.adviserinfo.sec.gov.

MIO is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). MIO is subject to the Advisers Act rules and regulations adopted by the SEC. Registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

This Brochure, dated March 30, 2023, has been prepared in accordance with the Rules adopted by the SEC. This Brochure will be updated at least annually to provide ongoing disclosure information about material changes as necessary. There have not been material changes to MIO's Part 2A since its most recent Other-than-Annual Update on October 31, 2022. However, please note that MIO has made changes throughout this Brochure to improve and clarify the descriptions of MIO's advisory services (*see Item 4*) and to address business developments and related conflicts of interest, and issues that create the appearance of a conflict of interest, (*see Items 5, 6, and 11*) in response to evolving industry, regulatory and firm practices.

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Item 4. Advisory Business

A. Description of the Firm

MIO Partners, Inc. (“**MIO**”), a Delaware corporation, registered with the SEC as an investment adviser under the Advisers Act in 1992. MIO is also a commodity pool operator (“**CPO**”) registered with the Commodity Futures Trading Commission (“**CFTC**”) under the Commodity Exchange Act, as amended (the “**CEA**”); an exempt commodity trading adviser (“**CTA**”); and a member of the National Futures Association (“**NFA**”).

MIO is a wholly-owned indirect subsidiary of McKinsey & Company, Inc., a New York corporation (together with its affiliates and subsidiaries, “**McKinsey**”). MIO is affiliated with MIO Partners (UK) Limited (“**MIO UK**”) an investment adviser registered with the UK Financial Conduct Authority (the “**FCA**”), MIO-Partners (EU) GmbH (“**MIO EU**”), an investment adviser registered with the German Financial Services Supervisory Authority (the “**BaFin**”), and MIO-Partners (EU) GmbH, Sucursal en España (“**MIO MAD**” and together with MIO US, MIO UK, and MIO EU, the “**Firm**”), a branch of MIO EU registered with the National Securities Market Commission (“**CNMV**”). MIO is headquartered in New York, New York, and maintains offices in Atlanta, Georgia, and Hong Kong SAR. In addition, the Firm maintains offices in London, Hamburg, Munich, Madrid, and Singapore. As of December 31, 2022, the Firm had approximately 205 employees worldwide.

MIO is governed by a Board of Directors (the “**Board**”). The MIO Board includes independent directors and former McKinsey partners. The Board governs and oversees MIO’s operations. The Board guides MIO’s investment strategy, process, and the types of products offered. It approves performance benchmarks, monitors investment performance, oversees risk and compliance, and determines compensation. The Board is also responsible for setting risk limits and supervising adherence to MIO policies. The Board delegates investment decisions to MIO’s investment professionals, while establishing the risk and trading parameters under which the investment professionals may act. The Board does not decide which managers to hire and does not influence the investment decisions those managers make.

B. Types of Advisory Services

MIO currently provides both discretionary and non-discretionary investment management and advisory services:

Discretionary: MIO Funds

MIO provides investment management services on a discretionary basis to (i) privately offered investment vehicles (together with the feeder funds, aggregators and similar entities managed by MIO, the “**Private Funds**”) established primarily for (a) current and former partners of McKinsey and such persons’ immediate family members and (b) certain qualified MIO employees; and (ii) the McKinsey Retirement Trust (the “**Retirement Trust**”), a pension plan sponsored by McKinsey, other McKinsey pension or benefit plans and investment vehicles established to facilitate investments by the Retirement Trust and other plans. The Retirement Trust is a funding vehicle for the McKinsey pension or benefit plans. Participants in the plans determine the

allocation of the plans' assets to the various investment portfolios of the Retirement Trust (each, a **"Portfolio"**). MIO is responsible for investing the assets of each Portfolio. MIO manages the Portfolios in compliance with the requirements of the Employee Retirement Income Security Act of 1974, as amended (**"ERISA"**).

MIO provides investment management services - as manager, managing member, general partner, or investment manager - to the Private Funds. Unlike open and closed-end mutual funds that are registered with the SEC under the Investment Company Act of 1940, as amended (the **"Investment Company Act"**), the Private Funds are not registered as investment companies with the SEC and are therefore not subject to the various provisions (except as provided below) of the Investment Company Act. Interests in the Private Funds are not registered for sale under the Securities Act of 1933, as amended (the **"Securities Act"**), and are instead sold to qualified investors on a private placement basis. The Private Funds generally require that investors be "accredited investors" as defined under Regulation D under the Securities Act (**"Accredited Investors"**). Certain Private Funds are Employees' Securities Companies registered as an investment company pursuant to Section 8(a) of the Investment Company Act, but otherwise generally exempt from the provisions thereof pursuant to Section 6(b) of the Investment Company Act. In addition, certain Private Funds require investors be "qualified purchasers" as defined in Section 2(a)(51)(A) of the Investment Company Act (**"Qualified Purchasers"**); "qualified clients" as defined in Rule 205-3 of the Advisers Act (**"Qualified Clients"**); or "knowledgeable employees" as defined in Rule 3c-5 of the Investment Company Act (**"knowledgeable employees"**). Finally, certain Private Funds require that the investors not be "U.S. persons" as defined under Regulation S of the Securities Act.

For a list of the Private Funds, please reference **Section 7.B(1) of Schedule D** of Part 1A of MIO's Form ADV, available on the SEC's website at www.adviserinfo.sec.gov.

The Private Funds and the Portfolios are referred to herein collectively as the **"MIO Funds."**

Non-Discretionary: Advisory Clients

MIO, acting through the advisory team employees (collectively, the **"Advisory Team"**), provides non-discretionary investment advisory services (e.g., asset allocation and portfolio construction guidance) to partners and former partners of McKinsey and their immediate family members (collectively, the **"Advisory Clients"**) on a no-fee basis. The Advisory Clients will often invest in one or more of the Private Funds, have interests in one or more of the Portfolios, or allocate assets to products managed by third-party managers. The Advisory Clients, not the Advisory Team members, have sole discretion and final responsibility for their investment decisions.

Since the Advisory Clients have an advisory relationship that is separate from the relationship between MIO and the Private Funds, they have been included in the definition of **"Client"** in responses to **Items 5.C, 5.D, 5.G, 5.H and 5.L** in Part 1A of MIO's Form ADV, but not for the remaining Items therein. **However, the MIO Funds and the Advisory Clients are collectively referred to in the Brochure as the "Clients."**

The Advisory Clients are encouraged to review MIO's Form CRS, which is also available on the SEC's website at www.adviserinfo.sec.gov.

C. Client Tailored Services and Client Tailored Restrictions

Discretionary: MIO Funds

MIO generally enters into discretionary investment management agreements with each Private Fund and services are performed in accordance with the terms of such agreements. Each Private Fund is permitted to impose investment restrictions as it deems appropriate. Investment restrictions or guidelines are typically set forth in the limited partnership agreement or other formation documents and/or the confidential private placement memorandum for each Private Fund (collectively, the “**Offering Materials**”). To the extent there is any conflict between discussions herein and similar or related discussions in any Offering Materials, the relevant Offering Materials will govern and control.

MIO manages the MIO Funds via two distinct strategies:

- ***The Special Situations strategy*** is a diversified multi-asset class “beta” portfolio strategy with exposure to equities, credit, duration, inflation indexes, and commodities. MIO’s Investment Team also attempts to deliver a substantial expected “alpha” over passive market-based benchmarks via active management. The majority of the assets are managed by third party managers, with the balance being managed in-house, to acquire or shed market exposure or capture alpha directly.
- ***The Private Markets strategy*** is a strategy that includes private equity and venture capital investments, each of which aims to deliver a premium return to equities.

As described more fully in *Item 8*, the MIO Funds’ primary objective is capital appreciation.

Generally, MIO employs a “fund of funds” investment strategy and invests MIO Fund assets either directly or indirectly in limited partnerships and other limited liability vehicles (collectively, the “**Portfolio Funds**”) as well as in managed accounts (collectively, the “**Managed Accounts**”), each managed by unaffiliated portfolio managers (such advisers are collectively referred to herein as the “**Portfolio Managers**”) specializing primarily in moderate- to high-risk investment strategies. The Portfolio Funds will, from time to time, include, without limitation, commodity pools, hedge funds, real estate partnerships, debt funds, oil and gas investment vehicles, distressed debt funds, private equity funds, venture capital funds, and funds investing in special situations. The Portfolio Managers to which the MIO Fund assets are allocated generally invest or trade in equity or debt securities, whether publicly or privately traded or issued; institutional private claims; and commodities, forwards, and other financial instruments, including, but not limited to, swaps, futures, and options. Certain Portfolio Managers are registered as investment advisers with the SEC under the Advisers Act, or state or non-U.S. securities regulatory agencies under applicable law, or as CPOs and/or CTAs under the CEA.

For the Special Situations strategy, MIO also directly trades in major asset classes such as sovereign debt, commodities, foreign exchange, equity indices, and credit indices through MIO’s direct trading program (“**Macro Trading**”). For this strategy, MIO places direct investments (collectively, the “**Direct Investments**”) in various instruments, primarily over-the-counter (“**OTC**”) derivatives and futures. Contract types include forwards, futures, options, repurchase

agreements, reverse repurchase agreements, foreign exchange, swaptions, and swaps.

MIO provides investment advice directly to the MIO Funds according to each MIO Fund's particular investment objectives and not individually to the Private Fund investors or Portfolio participants. MIO has full discretion in all investment and trading decisions made for Direct Investments. By contrast, MIO generally grants Portfolio Managers discretion to invest or trade assets allocated to them in a manner the Portfolio Managers deem appropriate, subject to specific contractually-negotiated standards, oversight, and, in certain cases, with certain defined guidelines or restrictions.

Finally, MIO has full discretion on behalf of the Retirement Trust which invests in certain passive investment strategies for its benefit that are managed by unaffiliated registered investment managers, including strategies focusing on equity, inflation-linked bonds, and European bonds, for example.

Non-Discretionary: Advisory Clients

MIO provides non-discretionary investment advisory services to the Advisory Clients. The Advisory Team uses proprietary tools and checklists to make recommendations to the Advisory Clients with a view towards long-term wealth building.

D. Wrap Programs

Not applicable.

E. Assets Under Management

As of December 31, 2022, MIO managed \$43,715,236,694 of Client assets (based on gross assets), as calculated under the SEC's definition of "regulatory assets under management," and \$20,444,637,505 (based on net asset value), all on a discretionary basis. Financial advice to the Advisory Clients is purely non-discretionary, and thus not included in these figures.

Item 5. Fees and Compensation

The fees and expenses associated with an investment in the Private Funds vary, depending on the Private Fund, and each Private Fund's respective Offering Materials describe the applicable fees and expenses for such fund in detail.

A. Fee Schedule

Discretionary: MIO Funds

MIO does not currently have a general fee schedule. Instead, this ***Item 5.A*** includes a summary of the principal types of direct fees that an investor in an MIO Fund can expect to bear, which generally include (a) either a Management Fee or Reimbursable Expenses for the Private Funds and (b) Performance-based Compensation for certain Private Funds, all as described below. Investors are encouraged to review the applicable Offering Materials for additional information.

Management Fee

MIO is entitled to receive, from certain Private Funds, a monthly or quarterly, as applicable, management fee (the “**Management Fee**”) equal to a certain percentage of the balance of each investor’s capital account or capital commitment, paid in arrears. The Management Fee is generally intended to compensate MIO for a portion of MIO’s general operating and overhead costs, including expenses incurred by MIO and its affiliates in the provision of management and advisory services to the applicable Private Fund and is more fully described in the relevant fund’s Offering Materials.

Reimbursable Expenses

Certain Private Funds are required to reimburse a portion of MIO’s general operating and overhead costs and expenses, including those costs and expenses that are not directly related to the provision of services to that Private Fund (collectively, the “**Reimbursable Expenses**”). The Reimbursable Expenses allocated to those Private Funds are material, both on an absolute basis and as a percentage of a Private Fund’s net asset value, but Reimbursable Expenses (like the Management Fee) are subject to a cap.

MIO expenses paid via Management Fees or treated as Reimbursable Expenses include, without limitation, the compensation of MIO employees, which amounts include, but are not limited to, all bonuses, benefits, incentive awards, retention awards, deferred amounts, taxes, withholding or other costs or expenses; office space and utilities; and costs and expenses for travel and entertainment relating to or incurred in connection with MIO’s activities. In particular, the Management Fee or Reimbursable Expenses of each Private Fund, as applicable, will increase (subject to a cap) if MIO exceeds the benchmark performance metrics established by MIO’s Board, all as more fully described in the relevant Private Fund Offering Materials. MIO seeks to allocate its expenses managing the Private Funds fairly among the Private Funds – through Management Fees and Reimbursable Expenses – but recognizes that the allocation of management company expenses among the Private Funds creates conflicts of interest, or the appearance of a conflict of interest, for MIO. Please see *Item 11.C* below (Other Conflicts of Interest).

Performance-based Compensation

Certain Private Funds (collectively, the “**PM Funds**”) are authorized to make performance-based allocations of income to MIO affiliates and certain MIO employees (collectively, “**Performance-based Compensation**”) based on the net cash proceeds available as a result of such Private Fund investments. The Performance-based Compensation for the PM Funds is subject to a “clawback.” See *Item 6* for more information about Performance-based Compensation.

Waivers, Rebates

MIO is permitted to enter into side letters to waive or rebate part or all of the Management Fee and Performance-based Compensation in the case of certain Private Fund investors. No such waiver or rebate will entitle any other investor to a waiver or rebate.

Retirement Trust

MIO receives no direct compensation for the performance of its obligations as the investment manager for the Retirement Trust but is reimbursed by McKinsey and the Retirement Trust for certain expenses incurred as a result of the management of the Retirement Trust in accordance

with ERISA. The Retirement Trust invests in the Private Funds, which are subject to other expenses, as described herein.

Non-Discretionary: Advisory Clients

The Advisory Clients do not directly pay MIO for the Advisory Team members' provision of non-discretionary advisory services and the Advisory Team members are not directly compensated for the Advisory Clients' investment decisions. Instead, the Advisory Clients pay their pro rata share of fees and expenses incurred with respect to their own investments in the MIO Funds and McKinsey pays the Advisory Team expenses.

B. Payment Method

The Management Fee and the Reimbursable Expenses will generally be paid by and deducted from the assets of the applicable Private Funds monthly, quarterly, or annually in arrears, as applicable. Investors should refer to the respective Private Fund Offering Materials for additional or supplementary information regarding the calculation and payment of fees, including with respect to the payment of Performance-based Compensation.

C. Other Fees and Expenses

Investors in the MIO Funds indirectly bear the fees and expenses charged to the MIO Funds. Investors should refer to the applicable Offering Materials for additional information regarding fees and expenses. These fees and expenses vary, but typically include, without limitation:

- the applicable MIO Fund's ordinary administrative and operating expenses, including fees and expenses for risk management, investment due diligence, compliance support, and other costs relating to investment activities;
- the MIO Fund's ordinary and recurring investment expenses, including custodial costs, brokerage costs, interest charges, and other costs associated with subscribing for, holding, and withdrawing interests in the Portfolio Funds;
- costs and expenses relating to regulatory compliance, including costs of compliance programs, examinations, regulatory inquiries and regulatory filings;
- fees of any administrator or any other service provider to the Private Fund;
- fees and profit-sharing payments due to unaffiliated advisers, affiliated advisers, sub-advisers, and consultants;
- legal fees (including costs in connection with the negotiation of side letters);
- expenses of the offering of Private Fund interests to prospective investors, including financial counseling services provided to certain investors;
- accounting, auditing expenses, and other professional fees and expenses, including consulting and appraisal fees and expenses; and
- costs incurred in preparing, printing, and delivering all reports and tax information for investors and regulatory authorities, as well as all filing costs and fees.

The Private Funds are also generally permitted to pay any extraordinary expenses the Private Fund incurs, including any litigation and other legal expenses. Each Private Fund is also generally permitted to bear all fees, costs, and expenses of MIO pertaining to the administration of the Private

Fund, whether internal or external, including consulting, accounting, audit, regulatory, compliance, and legal expenses, costs of any litigation or investigation involving the Private Fund's activities, and costs associated with reporting and providing information to existing and prospective investors (collectively, the “**Operating Expenses**”). For the avoidance of doubt, Operational Expenses generally are not subject to any cap and will be apportioned in MIO's sole discretion among the Private Fund entities in a manner it deems to be fair and reasonable, which apportionment will, from time to time, not be *pro rata* based on an investor's capital account or commitments, as applicable. Please also see *Item 11.B* (Other Conflicts of Interest) and *Item 12* (Brokerage Practices) below.

Portfolio Manager Compensation; Layering of Fees and Expenses

The MIO Funds generally invest in Portfolio Funds and through the Managed Accounts. The MIO Funds pay or otherwise bear certain fees and expenses in connection with such investments. The compensation paid to the Portfolio Managers and their affiliates will frequently include asset-based management and administrative fees and/or performance-based allocations and incentive fees. In addition, the Portfolio Funds and Managed Accounts generally bear their own operating and investment-related expenses.

The Private Fund-level fees and expenses on the one hand, and the fees and expenses of the Portfolio Managers on the other hand, result in two levels of fees and greater expenses than would be associated with direct investment. Moreover, if a Portfolio Fund or Managed Account invests in a pooled investment vehicle (*e.g.*, money market funds for cash management purposes), investors will be exposed to an additional layer of fees associated with such vehicle.

D. Prepayment of Fees and Refunds

As described in *Item 5.B*, Management Fees and Reimbursable Expenses generally will be paid monthly, quarterly, or annually in arrears, in each case as provided in the relevant Fund's Offering Materials. Investors should refer to the applicable Fund Offering Materials for information regarding the payment of fees.

E. Sales Compensation

MIO and the Advisory Team members do not receive direct sales compensation based on the Advisory Clients' investment decisions, including whether to invest in the Private Funds.

Item 6. Performance-Based Fees and Side-by-Side Management

As described in the Offering Materials for the PM Funds, MIO personnel are entitled to receive Performance-based Compensation based on those funds' performance. In particular, MIO employees are entitled to receive Performance-based Compensation, generally paid near the end of such PM Fund's term, consisting of up to 10% of the amount by which the performance of such PM Fund exceeds the performance benchmark. Finally, certain Portfolio Managers that manage the Managed Accounts and Portfolio Funds in which the MIO Funds invest are entitled to receive Performance-based Compensation from the relevant MIO Fund(s).

While MIO has attempted to structure MIO's relationships with the Private Funds and the Portfolio Managers' relationships with the MIO Funds to align interests where possible, MIO recognizes that Performance-based Compensation creates a conflict of interest, or the appearance of a conflict of interest, for MIO or the Portfolio Manager, as applicable, as a manager will typically have an incentive to make riskier investments for a fund from which Performance-based Compensation is available than for a fund that does not allow for Performance-based Compensation. By contrast, in certain situations - most typically at the end of a Performance-based Compensation measurement period - a manager could have an incentive not to make riskier investments and instead lock in gains. Moreover, the Performance-based Compensation allowed under the PM Funds Offering Materials creates a conflict of interest, or the appearance of a conflict of interest, as MIO has an incentive to favor the PM Funds over the other MIO Funds in the devotion of time and resources and the allocation of investment opportunities. Similar issues exist when MIO or its personnel have differential pecuniary interests in particular MIO Funds. Moreover, while Performance-based Compensation can align the interests of MIO and the Private Funds, in situations where Performance-based Compensation is received from the PM Funds when an investment is realized, a conflict of interests, or the appearance of a conflict of interests, exists because MIO and its employees are effectively able to determine when they are paid. To receive Performance-based Compensation at a certain time, MIO and its employees will have an incentive to realize an investment other than at maximum value, while to maximize MIO's assets under management, MIO and its employees will have an incentive for Private Fund investments to remain unrealized. To manage the conflicts of interest, and issues that present the appearance of a conflict of interest, MIO has adopted compliance policies and procedures. Those policies and procedures include (i) the MIO Code of Ethics (see *Item 11.A*) and (ii) the MIO Compliance Manual. In particular, MIO is prohibited from considering fee structures when allocating investment opportunities.

Item 7. Types of Clients

As described in *Item 4*, MIO provides non-discretionary investment advice to the Advisory Clients and discretionary investment advice to the Private Funds and the Retirement Trust.

Non-Discretionary: Advisory Clients

MIO's Advisory Team provides non-discretionary investment advisory services to the Advisory Clients, who are current and former partners of McKinsey and their immediate family members, whether or not such persons invest in the Private Funds. There is no minimum account size.

Discretionary: MIO Funds

MIO's discretionary clients are the Private Funds and the Portfolios. The investors in the Private Funds are generally (i) current and former partners of McKinsey; (ii) certain qualified MIO employees (together with current and former McKinsey partners, "**Eligible Investors**"); (iii) the immediate family members of Eligible Employees; and (iv) trusts or other entities settled by an Eligible Employee or benefiting an Eligible Employee and their immediate family members. In addition, MIO will offer interests in certain Private Funds, on a *de minimis* basis, to certain Portfolio Managers and/or certain personnel affiliated with such Portfolio Managers who perform investment sub-advisory services for those Private Funds. The investors in the Private Funds must meet the applicable criteria set forth above in **Item 4.B** above.

The minimum investment required by investor varies depending on the Private Fund and, in each case, is subject to waiver by MIO. Potential investors should review the applicable Private Fund Offering Materials for further information.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis

As described in **Item 4**, MIO generally employs a "fund of funds" strategy of selecting Portfolio Funds and Managed Accounts managed by Portfolio Managers. In addition, for the Special Situations strategy, MIO engages in Macro Trading. Finally, the Advisory Team provides non-discretionary investment advice to the Advisory Clients, all as discussed below.

Discretionary: Portfolio Funds and Managed Accounts

MIO typically conducts due diligence on potential Portfolio Managers, including the following:

- **Operational and risk due diligence** – involves the MIO Operational Due Diligence team's independent review of a Portfolio Manager to consider operational risks and an evaluation of the effectiveness of the control environment in place at a given organization; and
- **Investment due diligence** – involves the MIO Investment Team's review of a Portfolio Manager to consider factors, including the manager's strategies, background, track record, and expected future return potential, after accounting for likely risk characteristics.

MIO believes that its due diligence and manager evaluation process results in identifying Portfolio Managers whose investment styles and strategies are most likely to produce the attractive risk-adjusted returns it seeks for the MIO Funds.

In selecting Portfolio Managers, MIO considers, among other things, factors such as above-average historical performance and/or recognizable prospects; expected risk profile and how those risks might combine with each MIO Fund's other investments; an identifiable track record; and a substantial personal investment in the investment program by the Portfolio Manager and/or its key personnel. MIO is not limited to selecting Portfolio Managers with standalone track records and is

permitted to allocate capital to Portfolio Managers in the start-up phase of their operations.

Moreover, while MIO employs a range of statistical and qualitative analyses and other objective assessments of potential Portfolio Funds and Managed Accounts, it also considers subjective evaluation of each Portfolio Manager, including, but not limited to:

- the business terms of the respective Portfolio Funds, in particular, the investor withdrawal restrictions and fees imposed by such Portfolio Funds;
- the Portfolio Manager's expertise and capabilities, both in generating a return and in managing risks;
- the Portfolio Manager's dedication to its investment strategy and personal investment in its Portfolio Funds;
- the effectiveness and clarity of the investment strategy employed and the general prospects for the strategy area in which the Portfolio Manager trades;
- the Portfolio Manager's personal character; and
- the efficacy of the Portfolio Manager's operations, including client service and reporting.

MIO continually identifies and assesses Portfolio Managers for potential investment and, for the Special Situations strategy, evaluates the merit of continued inclusion of each Portfolio Fund or Managed Account in an MIO Fund's portfolio. From time to time, MIO will allocate and reallocate the Portfolio Funds and Managed Accounts, where possible.

Discretionary: Macro Trading (Special Situations Strategy)

In addition to investing with Portfolio Managers, MIO commits Special Situations strategy assets to Direct Investments to enhance returns and/or to manage risk. MIO will, from time to time, attempt to hedge against current or anticipated sudden or short-term market, financial, or economic events that MIO believes would be impracticable and/or ineffective to hedge through Portfolio Manager allocations or reallocations, as the positions taken by each Portfolio Manager are generally unknown to the MIO Investment Team. Direct Investments are also used to achieve generic portfolio exposures, including, but not limited to, exposures to equity market beta, interest rate duration, and commodities.

Direct Investments include investments in a wide variety of major asset classes such as sovereign debt, commodities, foreign exchange, equity indices, and credit indices. Direct Investments provide asset-class exposures (e.g., through derivatives and other instruments that reference interest rates, broad-based stock and bond indices, commodities, and foreign exchange rates) and, from time to time, seek to exploit arbitrage or other relative value opportunities. Direct Investments generally will not consist of investments in the securities (or derivatives of securities) where the issuer is a corporate entity, municipality, or government-sponsored entity. The MIO Funds are, however, permitted to make Direct Investments consisting of credit default swaps that hedge counterparty risk.

Non-Discretionary: Advisory Clients

MIO's Advisory Team's balance sheet analysis begins with information gathering from the Advisory Client to establish an investor profile and objectives. The advisor develops recommendations, typically employing the following tools and processes:

- Evaluate the client's asset data in MIO's Balance Sheet Application, a proprietary balance sheet tool that provides visibility on asset structure and portfolio components, as well as customizable additions of client assets and liabilities;
- Research issues or circumstances unique to the client;
- Review the client's asset allocation based on MIO's principles of wealth building; and
- Prepare an investment recommendation.

On an ongoing basis, the Advisory Team member will review and discuss the portfolio with the Advisory Client.

B. Investment Strategies

MIO principally manages two investment strategies on a discretionary basis, the Special Situations strategy – which includes investments in Portfolio Funds, Managed Accounts, and Macro Trading – and the Private Markets strategy. In addition, MIO provides non-discretionary investment advice to the Advisory Clients.

Special Situations strategy: Portfolio Funds and Managed Accounts

For the ***Special Situations strategy***, MIO generally selects Portfolio Managers that have a primary objective of risk-adjusted capital appreciation or, occasionally, an objective of hedging characteristics. These Portfolio Managers generally have broad discretion to engage in a wide variety of strategies, both leveraged and unleveraged, and to invest in a wide variety of instruments, whether publicly or privately traded or issued, including, but not limited to, preferred and common equities, convertible securities, bills, notes, bonds, mortgages, real estate and other assets, repurchase agreements, various derivatives, including credit default swaps, options, swaps, swaptions, futures and forward contracts (both listed and OTC) on various financial instruments, commodities, and currencies. There are no material limitations on the instruments, markets, or strategies in which the Portfolio Managers are permitted to trade.

The following are examples of investment strategies and methods the Portfolio Managers employ. Each MIO Fund invests according to its own particular investment objectives and guidelines set forth in its respective Offering Materials and not all MIO Funds will directly or indirectly engage in any particular strategy mentioned below:

- **Long/short equities.** Typically involves buying a group of stocks the manager believes are undervalued and simultaneously selling a group of stocks— with similar risk characteristics—the Portfolio Manager judges to be overvalued.

- **Convertible arbitrage.** Typically involves buying undervalued convertible bonds and shorting stock in the same company in an attempt to eliminate the equity market risk of the bond positions.
- **Domestic/global equity hedge.** Typically involves opportunistically taking long or short positions based on individual security valuations or, to a lesser extent, in response to overall macro-economic conditions.
- **Merger arbitrage.** Typically involves buying the equities of companies being acquired and selling short the acquirer, profiting when the market misprices the transaction. Portfolio Managers may also trade against the potential consummation of mergers.
- **Distressed debt.** Typically involves purchasing the securities of companies in financial distress and seeking to profit as they emerge from bankruptcy and/or reorganization.
- **Global asset allocation and macro trading.** Typically involves actively trading in and out of long and short positions in commodities, currencies, and/or other financial instruments globally, but may also involve investing in stocks and bonds based either on broad macro-economic views or technical trading systems. The MIO Fund(s) will, from time to time, achieve market exposure through stocks, bonds, commodities, futures, options, or customized derivatives.
- **Fixed income arbitrage.** Typically involves searching for pricing differences in bond markets. For instance, a Portfolio Manager might sell Treasury bond futures contracts and simultaneously buy Treasury bonds deliverable under those futures contracts, if a difference exists between the prices of the two instruments.

This is a summary only. Investors and potential investors should look to the applicable Offering Materials for a more complete description of each strategy and its risks. MIO can be expected to employ certain of these strategies directly where appropriate and likely will offer additional or different strategies in the future.

Special Situations strategy: Macro Trading

In addition to investing in Portfolio Funds and Managed Accounts, MIO also commits Special Situations strategy assets to Direct Investments. This trading focuses both on risk management, attempting to hedge against current or anticipated sudden or short-term market, financial, or economic events that MIO believes would be impractical and/or ineffective to hedge through Portfolio Manager allocations or reallocations, as well as opportunistic Direct Investments made with the objective of enhancing returns.

MIO is permitted to make Direct Investments in a broad variety of financial instruments, including, but not limited to, futures, forwards, swaps, options, repurchase agreements, foreign exchange transactions and other derivatives, exchange-traded funds, mutual funds, and sovereign debt, which could, in each case, consist of long or short positions and include leverage. Macro Trading provides asset-class exposures (*e.g.*, through derivatives and other instruments that reference interest rates, broad-based stock and bond indices, and foreign exchange rates) and exploits

arbitrage or other relative value opportunities. Direct Trading generally will not consist of investments in the securities (or derivatives of securities) of any corporate entity, municipality, or government-sponsored entity. The MIO Funds are, however, permitted to make Direct Investments consisting of credit default swaps that hedge counterparty risk. In addition, MIO invests directly in commodity futures or option contracts.

Private Markets strategy: Portfolio Funds

For the ***Private Markets strategy***, MIO commits capital to a selection of primary fund investments, co-investments, and secondary transactions, through which MIO seeks to deliver a diversified mix of private companies by stage, geography, and sector. Specifically, the Portfolio Funds to which MIO commits capital (collectively, the “**PE Portfolio Funds**”) generally invest in non-public companies and other private equity strategies or assets through privately-negotiated transactions (such as venture capital investments, investments in buyout transactions, mezzanine debt, and real estate). Within the strategy, MIO distinguishes between pre-profit (venture and growth) and profitable enterprises and typically maintains global portfolios, with tilts based on the availability of top-performing Portfolio Managers by geography in a particular vintage. Sector exposures tend to be diversified, with skews reflecting specific sectors where less liquid strategies are most active at a given time.

Affiliated Funds

Certain MIO Funds will, from time to time, access investments indirectly by investing their assets in investment funds managed by MIO or its affiliates (collectively, the “**Affiliated Funds**”). In addition, certain MIO Funds will, from time to time, take an ownership state or revenue share interest in Portfolio Managers that manage a Portfolio Fund or Managed Account in which the MIO Fund invests.

Other Strategies

MIO also manages certain passive investment strategies for the Retirement Trust, including strategies focusing on equity, inflation-linked bonds, and European bonds, for example.

Non-Discretionary: Advisory Clients

MIO provides non-discretionary investment advice to the Advisory Clients. These services generally include recommendations for portfolio customization based on the Advisory Client’s investment objectives, goals, and financial situation. These services will, from time to time, also include recommendations relating to investment strategies, as well as tailored investment advice. For these Advisory Services, the Advisory Client is free to follow, or disregard, in whole or in part, any recommendations, suggestions, or advice provided by MIO, and the Advisory Client is free to choose any advisor, brokerage firm, or comparable products to implement some, all, or none of MIO’s suggestions and recommendations.

C. Material Risks

The following is a summary of some of the material risks associated with the strategies expected to account for a significant portion of the investments described in *Item 8.B*. This summary does not attempt to describe all the risks associated with an investment in an MIO Fund or being an Advisory Client. Although no summary can fully describe all the risks associated with such an investment, each Private Fund's Offering Materials contain a more complete description of the risks associated with an investment in that Private Fund.

All investments involve the risk of loss of capital. There can be no assurance that Clients will achieve their investment objectives or avoid substantial losses.

Risks of Investing

All investing involves a risk of loss, including the potential loss of the entire investment, which investors should be prepared to bear. In particular, the Offering Materials contain information regarding the risks associated with a wide variety of securities and financial instruments in which the MIO Funds, the Portfolio Funds, and the Managed Accounts invest. The investment performance and the success of any strategy or particular investment can never be predicted or guaranteed and the value of investments will fluctuate. The investment decisions made and the action taken for the MIO Funds, the Portfolio Funds, and the Managed Accounts - and the non-discretionary advice given to the Advisory Clients - will be subject to various market, liquidity, currency, economic, political, and other risks, and will not necessarily be profitable and it is possible they will lose some or all of their value. Past performance does not predict, guarantee, or indicate future results.

Reliance on MIO Personnel

The Private Funds have no employees. The Private Funds must rely on the management, administrative, and investment-related services MIO provides. The Private Funds' performance depends largely on the efforts of the individuals employed by MIO. MIO faces intense competition in attracting and retaining talented professionals. Any circumstances that might result in a diminution of service levels provided to the Private Funds by MIO could materially adversely affect the Private Funds. Certain investment professionals responsible for the activities undertaken on behalf of the Private Funds have other responsibilities on behalf of MIO and conflicts of interest, and issues that present the appearance of a conflict, can be expected to arise as a result in the allocation of personnel. There are no limitations on MIO's ability to form or manage other Private Funds. Should certain MIO personnel cease to be associated with MIO, there is no assurance that MIO would be able to find and recruit suitable replacements. Any delay in finding different personnel could adversely impact the achievement of the Private Funds' investment objective.

Portfolio Fund Investments

Among the principal disadvantages and risks inherent in the MIO Funds' investments in Portfolio Funds are the restrictions imposed on MIO's asset allocation flexibility and risk control due to the limited liquidity of Portfolio Funds, as well as their limited availability to accept MIO Fund investments.

- *Absence of Regulatory Oversight.* Neither the Private Funds nor the Portfolio Funds are registered as investment companies under the Investment Company Act and investors will not benefit from the protection afforded by the Investment Company Act to investors in registered investment companies. Moreover, neither the Private Funds nor the Portfolio Funds are subject to the disclosure and other investor protection requirements applicable if the funds were registered or publicly traded.
- *Illiquidity Risk.* Interests in the Portfolio Funds and the PM Funds are generally illiquid and subject to legal or other restrictions on transfer. It may be impossible for an MIO Fund or a PM Fund investor to withdraw its interests from the applicable fund when desired or to realize its fair value in the event of such withdrawal.
- *Performance-Based Compensation / Two Layers of Fees.* A Portfolio Fund typically provides for Performance-based Compensation to its general partner, managing member, manager, or person serving in an equivalent capacity, over and above a basic asset-based management fee. Performance-based Compensation generally incentivizes a Portfolio Manager to choose riskier or more speculative underlying investments than would otherwise be the case. In addition, the investors in the PM Funds will be subject to two sets of Performance-based Compensation, as well as other fees and expenses, and such investors' returns will be lower than returns to a direct investor in the Portfolio Fund.
- *Lack of Operating History.* Portfolio Funds often are newly formed and have no operating history. As such, investors do not have statistical information about past performance, volatility, etc. as factors upon which to base their investment decision. There is no guarantee an investment in a Portfolio Fund will achieve its objective.
- *No Day-to-Day Management.* The MIO Funds will generally not have any right to participate in the day-to-day management of the Portfolio Funds in which they invest and the Managed Accounts to which they allocate capital. In particular, the valuation of the Portfolio Funds' assets will be controlled by their respective Portfolio Managers and the MIO Funds will have limited access to relevant information, perhaps limited to quarterly and annual reports, financial statements, and other information. In addition, MIO will, from time to time, not learn of significant structural events, such as personnel changes, or obtain other information regarding the Portfolio Funds, until after the fact.
- *Reliance on Key Personnel.* The Portfolio Managers' teams will identify, select, and manage their investments and the success of such investments is contingent on their continued employment. Investment performance could be adversely affected if key personnel cease to participate in management activities. There can be no assurance that these key personnel will continue to be associated with or available throughout the MIO Fund's relationship with such Portfolio Manager.

Portfolio Managers' Proprietary Investment Strategies

Certain Portfolio Managers use proprietary investment strategies based on considerations and factors not fully disclosed to MIO. These strategies will, from time to time, involve risks MIO does not anticipate. The Portfolio Managers generally use investment strategies that are different

than those typically employed by traditional managers of portfolios of stocks and bonds. However, it is possible that the investment niche, arbitrage opportunity, or market inefficiency exploited by a Portfolio Manager will become less profitable over time as the Portfolio Manager and competing asset managers or investors manage a larger group of assets in the same or similar manner (tending to arbitrage away the profit opportunities) or market conditions change. Certain Portfolio Managers employ strategies that will involve significantly more risk and higher transaction costs than more traditional investment methods.

Investments with New and Emerging Managers

Certain Portfolio Managers that manage the Portfolio Funds and Managed Accounts are new or emerging managers. Investing with such Portfolio Managers involves a high degree of risk, as the principals of such managers typically do not have experience running an investment adviser and such Portfolio Managers generally will not have the operational capabilities of more established advisers. Moreover, the principals of such Portfolio Managers often will be required to take on management, operational, and other responsibilities, and such additional responsibilities could interfere with their ability to find attractive investment opportunities or to implement their investment strategies. There is a risk that such teams will not be able to implement their investment strategies successfully and will not be able to attract and retain qualified personnel successfully.

Possibility of Fraud and other Misconduct

Certain managers act in a manner so as to defraud or otherwise mislead investors. No assurance can be given that MIO will be able to discover fraudulent activities prior to causing an MIO Fund to retain a Portfolio Manager or to invest in a Portfolio Fund. In addition, when an MIO Fund allocates assets to a Portfolio Fund, the MIO Fund does not have custody of the assets or control over their investment by the Portfolio Fund. A Portfolio Manager could divert or abscond with the assets, fail to follow agreed-upon investment strategies, provide false reports of operations, or engage in other misconduct, all resulting in losses to the MIO Fund.

Portfolio Managers' Co-Investment

Certain Portfolio Managers are expected to invest their proprietary capital, whether directly or indirectly through their management entities, in the MIO Funds. Such co-investment will, from time to time, create conflicts of interest, or the appearance of a conflict of interest, concerning, for example, the allocation of profit and loss as between their capital and the MIO's Funds' capital; however, MIO will endeavor to address such issues in the governing agreements.

Active Management Risk

Active management aims to outperform a benchmark over time. However, there can be no assurance that active management will be successful. For example, certain Portfolio Managers may not add value relative to the benchmark. Investment decisions by MIO and the Portfolio Managers will, from time to time, introduce significant tracking error relative to the relevant benchmark. Both fees and trading costs of active management strategies are generally considerably higher than those associated with passive or indexed strategies. As a result, the MIO Fund's returns may at times be significantly below the benchmark return.

Market Risk

The MIO Funds will, from time to time, be materially adversely affected by equity or bond market movements. Equity and bond returns can be expected to be highly variable and sensitive to macro-economic conditions in each country in which an MIO Fund invests and fluctuations in their respective equity, bond, and other markets. It is possible these fluctuations will arise from changes in interest rates, levels of economic activity, issuer profitability, investor confidence, and other factors. The MIO Funds will also be subject to certain political and regulatory risks, including, but not limited to, the risk of regulatory changes (discussed below), the risk of market manipulation, and the risks of expropriation, burdensome or confiscatory taxation, moratoria, exchange or investment controls, and political or diplomatic disruptions in different global markets.

Financial System Risk

Many of the strategies MIO and/or certain Portfolio Managers pursue depend on a well-functioning financial system and rely on the proper functioning of global capital markets more than other asset classes, due to leverage, use of derivative securities, and reliance on prime brokerage relationships or other financial relationships. If these markets are even temporarily unavailable or experience disruptions of any kind, it is possible that certain strategies will suffer a partial or complete loss of principal. Furthermore, if the financial system is under severe stress, it is possible that regulators and governments will intervene in ways that can reduce alternative asset managers' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have historically been unclear in scope and application, resulting in confusion and uncertainty that, in itself, has been materially detrimental to the efficient functioning of the markets as well as to previously successful investment strategies.

Strategy Risk

The strategies executed by MIO and/or certain Portfolio Managers are continually being developed and refined. The success of a particular strategy and its execution by a manager depends on many factors, such as the manager's ability to select the correct parameters for the strategy and predict the direction and extent of movements in certain key factors or indicators, including, but not limited to, interest rates, foreign exchange rates, and the price of securities, indexes of securities, or certain commodities. Accordingly, the success of any such strategy will depend largely on the manager's judgment and abilities in developing and implementing the investment strategy. No assurance can be given that an investment manager's development and implementation of its investment strategies will succeed.

Interest Rate Risk

Certain MIO Funds and Portfolio Managers' strategies will be sensitive to changes in inflation and interest rates, falling (rising) in value when rates rise (fall). These risks are amplified to the extent that a manager uses leverage. Interest rate increases generally will increase the cost of the leverage. Factors that can be expected to affect market interest rates include, without limitation, inflation, slow or stagnant economic growth or recession, unemployment, money supply and the monetary policies of the Federal Reserve Board, international disorders, and instability in domestic and foreign financial markets. Moreover, inflation generally causes future dollars to be worth less and can be expected to reduce purchasing power.

Counterparty Risk

Institutions, such as brokerage firms, banks, and broker-dealers, generally have custody of the MIO Funds' and Portfolio Funds' assets and hold such assets in "street name." The funds are subject to the risk that these firms and other brokers, counterparties, or clearinghouses with which they deal default on their obligations to such funds. Bankruptcy or fraud at one of these institutions could also impair the operational capabilities or the capital positions of the MIO Funds or Portfolio Funds. The MIO Funds or Portfolio Funds in many cases will only be unsecured creditors of their trading counterparties in the event of bankruptcy or administration of such counterparties. In some jurisdictions, the funds could also only be an unsecured creditor of their brokers in the event of bankruptcy or administration of such brokers. While MIO will attempt to limit brokerage and custody transactions to well-capitalized and established banks and brokerage firms in an effort to mitigate such risks, the collapse in 2023 of the seemingly well-capitalized and established Silicon Valley Bank and Signature Bank demonstrate the limits on the effectiveness of this approach in avoiding counterparty losses.

Asset Allocation Risk

The asset classes in which a Client seeks investment exposure can perform differently from each other at any given time (as well as over the long term), so a Client will be affected by its allocation among equity securities, debt securities, and cash equivalent securities. If a Client favors exposure to an asset class during a period when that asset class underperforms other asset classes, performance will likely suffer.

Less Liquid Portfolio Funds

Certain Portfolio Managers invest the capital of the Portfolio Funds and Managed Accounts in longer-term and less liquid investments, seeking the higher returns available from these longer-term positions. To accommodate the longer duration of their portfolio investments and for other reasons, many Portfolio Funds restrict the liquidity offered to their investors (collectively, "**Less Liquid Portfolio Funds**").

From time to time, MIO will commit a substantial portion of an MIO Fund's capital to Less Liquid Portfolio Funds. Should there be an unusually high level of capital withdrawals or market stress, this commitment to Less Liquid Portfolio Funds could compel MIO to charge withdrawal fees (as/if allowed in the Offering Materials), suspend capital withdrawals, or dissolve the MIO Fund, perhaps under disadvantageous market conditions.

Private Equity and Venture Capital Funds

The PE Portfolio Funds invest in a variety of opportunities, including leveraged acquisitions, venture capital opportunities, and other private equity situations. Identifying attractive investment opportunities by MIO and the Portfolio Managers can be difficult and involves a high degree of uncertainty.

MIO will not have the ability to direct or influence the management of the PE Portfolio Funds' underlying investments. As a result, the returns of these funds' investments will depend primarily on the performance of unrelated Portfolio Managers and could suffer substantial adverse effects by the unfavorable performance of such Portfolio Managers. Furthermore, the success of certain

PE Portfolio Funds will depend on the management talents and efforts of one person or a small group of persons whose death, disability, or resignation would adversely affect the business.

The PE Portfolio Funds generally will not be profitable at the time of investment, not have significant revenues, and experience substantial fluctuations in their results. Certain PE Portfolio Funds utilize highly speculative investment techniques and have highly-leveraged capital structures that make them more vulnerable to adverse financial or business developments than less highly-leveraged companies.

Certain PE Portfolio Funds distribute portions of their underlying investments to their investors. If an MIO Fund receives distributions in kind from any PE Portfolio Fund in which it invests, it will likely incur additional costs and risks to dispose of such assets.

Natural Disasters, Terrorist Acts and Similar Dislocations

Upon the occurrence of a natural disaster such as flood, hurricane, or earthquake, or an incident of war, riot, or civil unrest, the impacted country may not efficiently and quickly recover from such event, which can have a materially adverse effect on portfolio companies and other developing economic enterprises in such country. Terrorist attacks and related events can result in increased short-term economic volatility. U.S. military and associated actions in troubled theaters and terrorist activities worldwide could have significant adverse effects on U.S., U.K., E.U., and other economies and securities markets. The impact of future terrorist acts (or threats thereof), military action, global sanctions regimes, or similar events on the economies and securities markets of countries cannot be predicted. Such disruptions of the global financial markets could affect interest rates, ratings, credit risk, inflation, valuations, and other factors relating to the MIO Funds.

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues

An epidemic or pandemic outbreak and governments' reactions to such an outbreak could cause uncertainty in the markets and adversely affect the global economy's performance. Outbreaks such as the severe acute respiratory syndrome, avian influenza, H1N1/09, or other similarly infectious diseases can adversely impact the MIO Funds. Most recently, after first surfacing in December 2019, COVID-19 spread worldwide and was declared a global pandemic by the World Health Organization in March 2020 and the United States government declared it a national emergency. The COVID-19 pandemic, while its reach and severity fluctuate, is an ongoing event that has negatively affected (and could continue to affect negatively or materially) the global economy, global equity markets, and supply chains (including as a result of quarantines and other government-directed or mandated measures or actions to stop the spread of outbreaks). Although the long-term effects of COVID-19 (and the actions and measures taken by governments) cannot be predicted, previous occurrences of other epidemics, pandemics, and outbreaks of disease, such as H1N1 and the Spanish flu, had material adverse effects on the economies, equity markets, and operations of those countries and jurisdictions in which they were most prevalent. A recurrence of an outbreak of any kind of epidemic, communicable disease, virus, or significant public health issue could cause a slowdown in the levels of economic activity generally (or push the world or local economies into recession), which would be reasonably likely to affect adversely the business, financial condition, and operations of MIO and the MIO Funds. Should these or other significant public health issues arise or spread farther (or worsen), MIO and the MIO Funds could be adversely affected by more stringent travel restrictions (such as mandatory quarantines and social

distancing), additional limitations on their operations and business activities, and governmental actions limiting the movement of people and goods between and among regions and other activities or operations.

Valuation

The market values of the MIO Fund investments are generally based upon fair value determined by MIO in accordance with its valuation policies and procedures. Due to the illiquid nature of certain MIO Fund investments, any approximation of their value will be based on a good-faith determination as to the fair value of those investments which will include, for example, valuations provided by Portfolio Managers. There can be no assurance these values will equal or approximate the price at which such investments could be sold, liquidated, or disposed of.

Fund Leverage

The MIO Funds and the Portfolio Funds are generally permitted to borrow money for investment purposes (“leverage”). Leverage magnifies the volatility of a client’s investment portfolio and involves substantial risks. Leverage derives from several sources, including leverage permitted to be used by each of the Managed Accounts established on a prime brokerage platform under the terms of the prime brokerage relationship, as well as instrument leverage that results from the use of derivatives and repurchase agreements. Further, certain MIO Funds borrow money through a credit facility with third-party credit institutions. Such borrowings are a form of leverage, in addition to any leverage employed by the Portfolio Funds and Managed Accounts in which the MIO Fund invests.

The more leverage is employed, the higher the risk profile. Accordingly, any event that adversely affects the value of an investment would be magnified to the extent leverage is utilized. The possible consequences of leverage include, but are not limited to: (i) greater fluctuations in the value of a client’s net assets; (ii) use of cash flow for debt service, rather than for additional investments, to fund withdrawals, or other purposes; and (iii) in certain circumstances, the MIO Fund could be required to liquidate investments prematurely to service its debt obligations.

Portfolio Fund Leverage

Certain Portfolio Funds will be able to borrow and utilize various lines of credit and other forms of leverage, including derivatives and repurchase agreements. While leverage presents opportunities for increasing a Portfolio Fund’s total return and diversification, it has the effect of potentially increasing losses as well. If income and appreciation on investments made with borrowed funds are less than the required interest payments on the borrowings, the value of the Portfolio Fund will decrease. The cumulative effect of the use of leverage by a Portfolio Fund in a market that moves adversely to the Portfolio Fund’s investments could result in a substantial loss to the Portfolio Fund.

Managed Account Allocations

MIO is permitted to place MIO Fund assets with Portfolio Managers through Managed Accounts. Generally, MIO Funds participate in Managed Accounts through MIO Fund vehicles managed by MIO. Managed Accounts within the same MIO Fund vehicle are not segregated with respect to liability and effectively have cross-collateralization. Managed Accounts, unlike Portfolio Funds, therefore theoretically expose the relevant MIO Funds to unlimited liability, as an MIO Fund could

lose more than the amount of its investment in a Managed Account directed by a particular Portfolio Manager.

Investment Opportunities Are Typically Limited

The conditions in the markets on which certain Portfolio Managers intend to capitalize are extraordinary and may be much shorter lived than expected. It is possible that certain Portfolio Managers will not be able to identify sufficient market opportunities in which to invest the Portfolio Funds' or Managed Accounts' capital. In this situation, the MIO Fund would not achieve the level of diversification MIO would otherwise deem advisable and the inability to invest their entire capital could materially diminish the profit potential of the pertinent MIO Fund(s).

Model Risk

The investment strategies employed by certain Portfolio Managers are highly dependent on several quantitative pricing theories and valuation models. These models use assumptions that abstract a limited number of variables from complex financial markets or instruments they attempt to replicate. Any one or all of these assumptions, whether or not supported by past experience, could prove to be incorrect over time. The outputs of models can be expected to differ substantially from the reality of the markets, resulting in significant losses.

Hedging Risk

Hedging involves special risks, including the possible default by a counterparty to the transaction, illiquidity, and, to the extent MIO's or a Portfolio Manager's assessment of certain market movements is incorrect, the risk that the use of hedging could result in greater losses, or smaller profits, than if hedging had not been used.

Commodities and Derivatives Risk

Investing in commodities and derivatives investments involves certain risks. The prices of commodities contracts and derivative instruments, including futures and options prices, are highly volatile. Payments made pursuant to swap agreements will, from time to time, also be highly volatile. Price movements of commodities, forward contracts, futures and options contracts, and payments under swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary, and exchange control programs and policies of governments, and national and international political and economic events and policies. The use of swaps involves investment techniques and risks different from, and potentially greater than, those associated with ordinary securities transactions and many swaps involve complex valuation issues.

Virtual Currencies

Certain MIO Funds invest, directly or indirectly, in instruments linked to virtual currencies (including derivatives and interests in funds or trusts holding virtual currencies) or in virtual currencies themselves. Virtual currencies are a relatively new asset class based on evolving early-stage technological innovations. Virtual currencies are not legal tender and the value of virtual currencies is based on the perceived intrinsic value determined by the parties to a virtual currency transaction. Accordingly, the valuation of these investments will likely be subject to considerable uncertainty. Virtual currency prices are affected by numerous factors, including limited supply, low liquidity of exchanges, concerns about perceived manipulation of the price and the safety of

virtual currencies, market perceptions of the value of virtual currencies as an investment, a shifting regulatory landscape, political and economic uncertainties around the world and the changes exhibited by an early-stage technological innovation. A central risk of trading in virtual currencies is the volatility of their market prices. Virtual currency prices have been and likely will be in the future be subject to periods of extreme volatility, which could cause certain MIO Funds to incur significant losses on these direct and indirect investments.

Virtual currencies rely heavily on complex information technology and communications systems to properly function. Most virtual currency networks are based on cryptographic, algorithmic protocols that govern the peer-to-peer interactions between users of the relevant network. The networks underlying several virtual currencies operate based on an open-source protocol maintained by a group of uncompensated volunteer developers. There can be no assurance that the core developers of a virtual currency network will continue to be involved in the network, or that new volunteer developers will emerge to replace them. To the extent that material issues arise with a virtual currency protocol, including flaws, bugs or cybersecurity vulnerabilities, and the developers are unable or unwilling to address the issues adequately or in a timely manner, the virtual currency can be expected to diminish in value or become worthless. In addition, the failure of decentralized participants to continue to maintain a network by verifying virtual currency transactions can be expected to result in the relevant virtual currency losing value or becoming worthless.

The digital nature of virtual currencies and virtual currency exchange markets makes them attractive targets for theft, hacking, cyber-attacks and data breaches. For example, virtual currency networks likely are not immutable and thus the transaction records thereon are subject to the risk of being altered. Additionally, access to virtual currencies is generally dependent on the possession of a unique private key relating to the local or online digital wallet in which the virtual currency is held, and it is possible that the private key will not be capable of being restored if lost. Any such cybersecurity event or loss of a private key with respect to a virtual currency could result in immediate and irreversible loss for certain MIO Funds.

Many virtual currency exchanges, along with other intermediaries, custodians and vendors used to facilitate virtual currency transactions, are relatively new and largely un- or under-regulated. As a result, they will, from time to time, be more exposed to theft, fraud and failure than established, regulated exchanges and intermediaries for other financial instruments. While certain virtual currencies may be traded through one or more exchanges of varying quality, virtual currencies as a class do not have a central marketplace for exchange. The opaque nature of the underlying market poses, among other things, asset verification challenges for market participants, regulators and auditors, which increases the risk of manipulation and fraud. In addition to failure risks, investments in virtual currencies are subject to transaction fees which are often higher than the transaction fees associated with investments in other financial instruments.

The regulatory environment for virtual currencies is constantly evolving. Virtual currencies face an uncertain regulatory status and potentially will be subject to limited U.S. federal regulatory oversight as well as oversight by one or more state agencies and/or authorities outside of the United States. Current and future legislation, CFTC and SEC rulemaking and other regulatory developments likely will impact the manner in which virtual currencies are treated for

classification and clearing purposes or have other consequences. Further, laws or regulations that do not directly apply to the virtual currencies in which certain MIO Funds, directly or indirectly, is invested but do apply to other virtual currencies could have indirect and potentially detrimental effects on the virtual currencies in which those MIO Funds are invested.

ETFs

Certain Clients, including the Advisory Clients, will, from time to time, invest in exchange traded funds (collectively, “ETFs”). Certain ETFs will, from time to time, demonstrate a lack of liquidity that can lead to a large difference between the bid and ask prices (increasing the cost to buy or sell the ETF). A lack of liquidity also could cause an ETF to trade at a large premium or discount to its net asset value. Additionally, certain ETFs will, from time to time, suspend issuing new shares, resulting in an adverse difference between the ETF’s publicly available share price and the actual value of its underlying investment holdings. At times when underlying holdings are traded less frequently, or not at all, it is possible that an ETF’s returns also will diverge from the benchmark it is designed to track.

Turnover

Certain Portfolio Managers invest based on short-term market considerations. The turnover rate of the Managed Accounts or Portfolio Funds they manage, as applicable, can be expected to be significant, potentially involving substantial brokerage commissions, fees, and tax ramifications. MIO generally has no direct control over this portfolio turnover.

Risk Management Activities

MIO endeavors to anticipate, measure, and monitor risks of the MIO Funds and the Portfolio Managers. The amount and quality of risk due diligence, measurement, and monitoring depends on access to the Portfolio Managers' portfolios and risk management systems (if any). There is no assurance the Portfolio Managers will give access to this data. When this information is unavailable, estimates of risk are made. Efforts to measure and reduce risk cannot always be successful. MIO Fund hedging activities designed to reduce risk will also, from time to time, be unsuccessful.

Operational Risks

The investment strategies that MIO and the Portfolio Managers employ are highly dependent on information systems and technology. Any failure, breach, or deterioration of these systems or technology due to human error, data transmission failures, hacking, cyberattacks, or other causes could adversely affect MIO’s or the Portfolio Manager’s operations. A disaster or disruption in the infrastructure that supports MIO’s or a Portfolio Manager’s business, including a disruption involving electronic communications or other services the adviser, or third parties with whom the adviser conducts business, use or directly affecting one of the adviser’s offices or facilities, can be expected to have a material adverse effect on the adviser’s ability to continue to operate its business without interruption. Although MIO has backup facilities for its information systems as well as technology and business continuity programs in place, there can be no assurance these will be sufficient to mitigate the harm that may result from such a disaster or infrastructure disruption. In addition, insurance and other safeguards might only partially mitigate the effects of such a disaster or disruption. MIO and the Portfolio Managers generally rely on third-party service providers for certain aspects of their respective businesses, including specific financial operations of the Private

Funds. Any interruption or deterioration in the performance of these third parties could be expected to impair the quality of the Private Funds' operations and negatively impact the investment strategies applied by the adviser on the Private Funds' behalf. Additional operational risks are discussed in the Private Funds' Offering Material.

Cybersecurity Risk

The computer systems, networks, and devices used by MIO, the Private Funds, and their service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, and security breaches. Despite the various protections utilized, systems, networks, and/or devices can potentially be breached. The Clients, including both the Advisory Clients and the MIO Funds, can reasonably be expected to be negatively impacted should there be a cybersecurity breach.

Cybersecurity breaches can include: unauthorized access to systems, networks, or devices (such as through "hacking" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Such incidents would be expected to cause disruptions and impact business operations, potentially resulting in: financial losses to an MIO Fund; interference with MIO's ability to calculate the value of an investment; impediments to trading; the inability for MIO and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting: issuers of securities in which a Client invests; counterparties with which a Client engages in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions; and other parties. In addition, substantial costs would be expected to be incurred by these entities to remedy these breaches and to prevent cybersecurity breaches in the future.

Potential Adverse Changes in Laws, Rules, or Regulations

The investment activities conducted by MIO, the Portfolio Managers, and the MIO Funds are heavily regulated, both in the United States as well as in other countries. Because of the heavily-regulated nature of the advisory business and the investment activities in which the MIO Funds engage, MIO, the Portfolio Managers, and the MIO Funds are particularly sensitive to potential changes in laws, rules, or regulations. At any given time, there is likely to be various proposals before federal, state, or foreign legislative bodies, financial market regulators and self-regulators or tax authorities, or proposals by candidates for or officials in elected office, that would purport to make significant changes to market structure, introduce new or increased restrictions, or otherwise increase regulatory or tax obligations, on firms in the financial services industry. These proposals may be driven by several factors, including (but not limited to) regulatory or legislative responses to market events, changes in regulatory, legislative, or public priorities or attitudes, or changes resulting from the outcome of national or state elections.

Relationship with McKinsey

MIO's parent, McKinsey, is an internationally-recognized consulting firm that supports a variety of businesses, some of which are issuers of securities. The MIO Funds will, from time to time, invest in such issuers through the Portfolio Funds and Managed Accounts. However, to mitigate a conflict of interest, or the appearance of a conflict of interest, MIO has implemented an investment policy with respect to Macro Trading and an "information barrier" between MIO and McKinsey as discussed in **Item 10.C.3**. Moreover, McKinsey provides financial support to MIO, including, without limitation, paying for the provision of Advisory Services to the Advisory Clients. It is possible that, at some point in the future, McKinsey could reassess its relationship with MIO, potentially resulting in significant changes to MIO's structure and activities.

The Advisory Clients: Non-Discretionary Investment Advice

MIO provides non-discretionary investment advisory services to the Advisory Clients in the form of non-binding investment advice or analyses. There can be no assurance that its advice or analyses will result in profitable investing or avoidance of loss. In particular, MIO's advice typically focuses on a targeted number of products and strategies and there can be no assurance those strategies and products will perform as well as or better than strategies and products not included. The value of each Advisory Client's assets is subject to a variety of factors, such as the liquidity and volatility of the financial markets, as well as those described herein. Investment performance of any kind is not guaranteed and an Advisory Client's past performance based on MIO recommendations does not predict future performance.

The Advisory Team members' advice is highly reliant on the accuracy of the information provided by the Advisory Client and by third parties. Any inaccurate information could compromise the quality of the advice provided. Further, the advice and analyses provided will occasionally be time sensitive, especially during periods of significant market volatility. With respect to the provision of such non-discretionary services, the Advisory Clients have sole discretion and final responsibility for deciding whether to buy, sell, hold, or otherwise transact in any product. The Advisory Client could be unable to execute the related transaction (or strategy) or there could be a delay in the amount of time the Advisory Client takes to execute the corresponding transaction (or strategy) that renders the advice provided moot, potentially reducing any profit or causing a material loss. Analyses are often based on assumptions that are, in turn, based on several variables. Any one or all of these assumptions could, over time, prove to be inaccurate, which could result in significant losses.

The Advisory Team members often provide recommendations to the Advisory Clients with respect to investment selection. The implementation of a customized asset allocation does not assure profit or protect against loss. Moreover, the Advisory Team members' investment recommendations are highly dependent on MIO's internal model. MIO's model incorporates various assumptions and the inaccuracy of such information will, from time to time, result in loss. In addition, the projections or other information generated by an asset allocation analysis regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results, and are not guarantees of future results. Any change in these assumptions can be assumed to have a material impact on the portfolio. Investing typically involves a high degree of risk, including loss of the entire investment. In addition, there is no guarantee that any investment product recommended by the Advisory Team will have positive performance or achieve any investment,

tax, or accounting objectives or track or outperform any designated benchmark.

Moreover, while the Advisory Team members are not compensated based on the Advisory Clients' investment decisions (including concerning investments in, or redemptions from, the Private Funds), MIO generally has an incentive that the Advisory Clients allocate assets to the Private Funds as such products are managed by MIO's Investment Team and doing so will, at times, result in increased revenues to MIO through, for example, higher Management Fees. In addition, while Advisory Clients do not pay fees to MIO in connection with MIO's provision of non-discretionary investment advice, Advisory Clients who invest in the Private Funds are subject to fees and expenses paid to MIO as more fully set forth in the relevant Private Fund Offering Documents. To the extent a Private Fund experiences poor performance, this would negatively affect the performance of the Client accounts invested in such Private Fund. In addition, it is possible that an Advisory Client would perform better if invested in non-MIO-managed products.

Item 9. Disciplinary Information

On November 19, 2021, without admitting or denying any wrongdoing, MIO consented to the entry of an administrative and cease-and-desist order (the "**Order**") instituted by the SEC. According to the Order, from at least 2015 through 2020, MIO had failed to establish, maintain, and enforce written policies and procedures reasonably designed, taking into consideration the nature of its business, to prevent the misuse of material non-public information ("**MNPI**"). Active McKinsey partners who were members of the Investments Committee of MIO's Board (i) obtained MNPI concerning issuers as a result of their consulting work on behalf of clients, and (ii) had access to MNPI concerning the investments made by the MIO Funds as a result of their participation on the MIO Investments Committee. Per the Order, allowing active McKinsey partners, individuals who had access to MNPI about issuers in which MIO funds were invested, to oversee and monitor MIO's investment decisions presented an ongoing risk of misuse of MNPI, and MIO did not have policies and procedures reasonably designed to address the risks associated with its organizational structure. The Order did not find any misuse of MNPI by MIO or its employees. However, the Order included findings of violations of Section 204A and Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder with respect to the implementation and enforcement of its written procedures. The Order includes cease and desist provisions, a censure, and a civil penalty of \$18 million. The civil penalty was satisfied on November 22, 2021.

Item 10. Other Financial Industry Activities and Affiliations

A. Registration as a Broker-Dealer or Registered Representative

None.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor or Associated Person

MIO acts as CPO for certain MIO Funds. MIO is registered as a CPO with the CFTC under the CEA and is a member in such capacity of the NFA. MIO has been approved as a swap firm by the NFA.

As the CTA for certain of the MIO Funds, MIO is responsible for advising such MIO Funds regarding direct investments in commodities and selecting the Portfolio Managers with which the MIO Funds' assets are placed and the allocation of MIO Fund assets among various Portfolio Managers. However, under to the rules of the CFTC, MIO is not currently required to register as a CTA with respect to any pool it operates.

Basil Williams, CEO, and Kevin Clancy, Co-CIO & Head of Research and Trading for MIO, are registered with the NFA as Associated Persons, Swap Associated Persons, and listed as Principals of MIO.

C. Material Relationships

MIO currently has certain relationships or arrangements with related persons that are material to its investment management business and the MIO Funds. Below is a discussion of such relationships/arrangements and conflicts of interest, or issues that present the appearance of a conflict of interest, that arise therefrom.

1. Broker-dealer, municipal securities dealer, or governmental securities dealer or broker

None.

2. Investment Company or other pooled investment vehicle

MIO acts as the adviser to the Private Funds listed in **Section 7.B(1)** of **Schedule D** of Part 1A of MIO's Form ADV and to the Retirement Trust.

3. Other investment adviser or financial planner

MIO has two affiliated investment advisers: MIO Partners (UK) Limited, an indirect wholly-owned subsidiary of McKinsey, which is registered with the FCA; and MIO-Partners (EU) GmbH, an indirect wholly-owned subsidiary of McKinsey, which is registered with BaFin. In addition, MIO-Partners (EU) GmbH, Sucursal en España, a branch of MIO-Partners (EU) GmbH, is registered with the CNMV.

MIO's parent, McKinsey, is an internationally-recognized consulting firm that supports a wide variety of businesses, some of which are issuers of securities. The MIO Funds will, from time to time, invest in such issuers through the Portfolio Funds and Managed Accounts. To protect against the possibility that MIO could receive MNPI from McKinsey, MIO has adopted certain policies and procedures, including a Separation Policy governing communication and collaboration between MIO and McKinsey and a Direct Trading Policy. The Separation Policy creates an "information barrier" between the two firms with respect to certain communications. The Direct Trading Policy generally limits the investments MIO may directly trade on behalf of the MIO Funds to exclude securities (or derivatives of securities) where the issuer is a corporate entity, municipality, or government-sponsored entity. The MIO Funds are, however, permitted to make Direct Investments consisting of credit default swaps that hedge counterparty risk.

4. *Futures commission merchant, commodity pool operator, or commodity trading advisor*

MIO is registered as a CPO with the CFTC under the CEA; is a member of the NFA; and is an exempt CTA.

- 5. *Banking or thrift institution.*** None
- 6. *Accountant or accounting firm.*** None
- 7. *Lawyer or law firm.*** None
- 8. *Insurance company or agency.*** None
- 9. *Pension consultant.*** None
- 10. *Real estate broker or dealer.*** None

11. *Sponsor or syndicator of limited partnerships*

The Private Funds are generally organized or “sponsored” by MIO and an affiliate of MIO acts as the General Partner of the PM Funds. For further information, please see **Section 7.B(1)** of **Schedule D** of Part 1A of MIO’s Form ADV.

12. *Administrator*

None.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

To address conflicts of interest, and issues that present the appearance of a conflict of interest, MIO has adopted a Compliance Manual, a Code of Ethics pursuant to Rule 204A-1, and additional policies and procedures (collectively, the “**Conflicts Procedures**”). The Conflicts Procedures are applicable to all MIO employees and set forth standards of ethical and business conduct expected of MIO’s personnel. MIO’s Code of Ethics, among other things, requires employees to (a) act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets; (b) place the integrity of the investment profession, the interests of Clients, and the interests of MIO above one’s own personal interest; and (c) comply with applicable provisions of the federal securities laws, the CEA, and the Rules and Regulations thereunder.

As discussed further below, the Conflicts Procedures include provisions relating to the confidentiality of client information, a prohibition on the misuse of MNPI, and personal trading procedures, among other topics. All MIO employees must review and acknowledge the terms of the Code of Ethics upon hire, at least annually, or when it is materially amended. In addition, the Conflicts Procedures impose certain additional requirements on MIO employees, including the reporting to MIO of certain transactions and holdings over which such employee or, in certain circumstances, a household or family member of such employee, has a direct or indirect beneficial interest.

MIO reserves the right to amend its policies and procedures from time to time without notice to, or the consent of, the Clients, or any other person.

Current and prospective Clients may obtain a copy of the Code of Ethics upon request.

Personal Trading

The Directors, officers, employees, and other personnel of MIO and its affiliates are permitted to invest for their own account in the MIO Funds or investments in which MIO Funds invest, including the Portfolio Funds. Moreover, such persons are permitted to invest for their own account (or, in certain circumstances, a household or family member of such employee), under certain restrictions, as noted below, while taking the same or different actions for one or more MIO Funds. The Conflicts Procedures are intended to mitigate conflicts of interest inherent in personal investing.

To reduce certain conflicts of interest, and issues that present the appearance of a conflict of interest, that arise between the MIO Funds and the personal trading activity of MIO's supervised persons, MIO has adopted a personal trading and investments policy under the Code of Ethics. The policy imposes certain restrictions on the personal trading of MIO's supervised persons, requires pre-clearance of certain transactions, and requires reporting personal trading activity to MIO Compliance.

MIO's Code of Ethics limits the types of investments an employee is permitted to buy and sell for their personal account. In particular, employees may conduct personal account trading only if (i) the proposed transaction will have no adverse effect on any MIO Fund; (ii) the proposed transaction will not position the person involved to profit from a trade made or position held by an MIO Fund; (iii) no MNPI is involved; and (iv) the proposed transaction does not constitute a conflict of interests, or the appearance of a conflict of interests, with MIO or an MIO Funds.

Membership on Corporate Boards

Certain of MIO's directors, officers, or employees will, from time to time, serve as directors on corporate boards other than MIO. To mitigate conflicts of interest, and the appearance of a conflict of interests, MIO requires the MIO director, officer, or employee to: notify MIO regarding any outside board memberships at the time of hire; and (ii) consult with the Chairman of the Board and the General Counsel or CCO before accepting any other board positions during the term of their MIO employment or Board membership; and (iii) adhere to specific policies and procedures.

B. Participation or Interest in Client Transactions

McKinsey, MIO and its employees, and other related persons invest in the MIO Funds. MIO is permitted to waive or rebate part or all the Management Fee, Reimbursable Expenses, and Performance-based Compensation in the case of these investments in the Private Funds as indicated in that fund's Offering Materials. MIO and its employees and related persons have an incentive to favor the MIO Funds in which they have a greater pecuniary or investment interest over MIO Funds in which they have lesser or no pecuniary or investment interest.

Certain MIO Funds are permitted to invest in other MIO Funds. Additionally, MIO Funds are permitted to invest in Portfolio Funds and Managed Accounts and make Direct Investments either directly or through vehicles managed by MIO. To the extent investments are made indirectly through vehicles managed by MIO, MIO will not receive additional compensation for acting as the general partner or managing member of the vehicle.

Principal and Agency Transactions

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from, or sells any security to, an advisory client. A principal transaction would occur if MIO bought securities for its own inventory from an MIO Fund or sold securities from its inventory to an MIO Fund. Generally, MIO does not engage in principal transactions other than investing in certain MIO Funds on the same terms as the Eligible Investors.

An “agency cross transaction” is a transaction where an adviser acts as broker for both its advisory client and the party on the other side of the brokerage transaction. An agency cross transaction would also occur if an affiliate of the adviser executed the brokerage transaction. MIO does not expect to engage in agency cross transactions, but would disclose any such transactions to the relevant MIO Fund and obtain the MIO Fund’s consent in accordance with Section 206(3) of the Advisers Act, in the event such a transaction were to occur.

Cross Transactions

Cross trades involve the transfer, sale, or purchase of assets from one client to another client without placing an order for the transaction on an exchange. MIO is permitted to engage in cross trading where permissible under applicable law and the terms of the relevant Offering Materials, if it determines that such action would be favorable to both MIO Funds and the conditions for the transaction are fair to both parties.

Certain MIO Funds are authorized to loan funds to other the MIO Funds as part of liquidity management among such MIO Funds. In such situations, MIO has a conflict of interests, or the appearance of a conflict of interests, between its obligations to act in the best interest of each of the pertinent funds. MIO’s policy is to make such loans on terms similar to terms that an arms-length third-party would offer and to formally document each such transaction. Such arrangements will, from time to time, create other conflicts of interest, or issues that present the appearance of a conflict of interests, since such financing and other transactions could, in certain circumstances, negatively affect an MIO Fund if the terms upon which such financing was made available were made less favorable, or if the amount of financing available was reduced or terminated. In addition, in the event of an insolvency of the borrowing fund, the lending fund’s interest in exercising available remedies would likely conflict with the pertinent MIO Fund’s interest.

In addition, as described above, certain MIO Funds are permitted to invest in other MIO Funds and make investments through vehicles managed by MIO. Other than these transactions, it is generally not expected that any MIO Fund will transact with MIO or McKinsey as part of its investment strategy. However, it is possible an MIO Fund will do so (including, without limitation, engaging in principal transactions and cross trades) to achieve certain administrative efficiencies or to provide efficient access to certain types of investment opportunities. To the extent an MIO

Fund transacts with an affiliate of MIO or McKinsey, including another MIO Fund, MIO is permitted to waive or reduce any applicable fees, including, but not limited to, Management Fees and withdrawal fees that may otherwise apply to such transactions.

C. Other Conflicts of Interest

Various conflicts of interest, and issues that present the appearance of a conflict of interest, will, from time to time, arise from the investment activities of the MIO Funds. The following briefly summarizes some of these issues, but is not intended to be an exclusive or comprehensive list of every conflict of interest that could arise. Investors should consult the relevant Offering Materials for a more complete discussion.

If any matter arises that MIO determines, in its good faith judgment, constitutes a conflict of interest, or creates the appearance of a conflict of interests, MIO will take such actions as it determines in good faith may be necessary or appropriate to resolve the matter on a case-by-case basis. These actions include, by way of example and without limitation, (i) disposing of an investment; (ii) consulting with the Board regarding the matter and/or obtaining a waiver or consent from the Board of the matter or acting in a manner, or pursuant to standards or procedures, approved by the Board with respect to such matter; (iii) implementing certain policies and procedures designed to mitigate such conflict of interest or issue presenting the appearance of a conflict; and (iv) disclosing the conflict, or the issue presenting the appearance of a conflict, to the investors in the Private Fund and/or obtaining a waiver or consent from investors. There can be no assurance MIO will identify or resolve conflicts of interest, or issues that present the appearance of a conflict of interest, in a manner that is favorable to any particular MIO Fund or any particular investor. MIO will have the power to resolve, or consent to the resolution of, conflicts of interest, and issues that present the appearance of a conflict of interest, on behalf of, and such resolution will be binding on, Private Funds, subject to the terms of the respective Offering Materials.

Interpretation of Offering Materials and Legal Requirements

The Offering Materials of each Private Fund are detailed agreements that establish complex agreements among MIO, the investors, and other parties. Questions will arise, from time to time, under these documents regarding the parties' rights and obligations in certain situations, some of which the parties might not have considered while preparing these documents. In these instances, the applicable provisions, if any, could be broad, general, ambiguous, or conflicting, and permit more than one reasonable interpretation. At times, there will not be provisions directly applicable to the situation at hand. While MIO will seek to construe the relevant documents in a manner consistent with MIO's legal and fiduciary obligations, the interpretations adopted by MIO will not necessarily be, and need not be, the most favorable interpretations for the Private Funds or some or all of the investors in a Private Fund, as applicable.

Allocation of Investment Opportunities

MIO is actively engaged in advisory and management services for the MIO Funds. From time to time, MIO will sponsor or manage additional collective investment vehicles and managed accounts in the future that employ the same or similar investment strategies for the various MIO Funds. Investment opportunities that are potentially appropriate for one MIO Fund will likely also be potentially appropriate for other MIO Funds and such MIO Funds will compete for investments

and could compensate MIO differently. Investments that are within the investment objectives of a particular MIO Fund will, from time to time, be allocated to other MIO Funds and there is no assurance any MIO Fund will be allocated those investments it wishes to pursue. In addition, MIO will, from time to time, sponsor or manage funds similar to existing MIO Funds and permit existing or future funds to have preferential rights to certain investment opportunities. As a result, an MIO Fund will, from time to time, not be afforded the chance to participate in attractive investment opportunities in which other MIO Funds are given the opportunity to participate or, in some cases, be allocated a smaller part of an investment opportunity within the investment objectives of the MIO Funds when other MIO Funds are allocated a larger portion. An MIO Fund will, from time to time, be prohibited (due to, for example, regulatory limitations) from pursuing certain investment opportunities and find that its ability to participate in any particular opportunity will be substantially limited. MIO seeks to make allocation decisions in a manner it considers, in its discretion and consistent with its fiduciary obligations, fair and equitable. *See Item 12.B.*

Expense Allocation: Management Company Expenses

While MIO seeks to allocate management company expenses fairly among the Private Funds, it recognizes that its expense allocation structure creates conflicts of interest, or the appearance of a conflict of interest, including with respect to:

- the allocation of Reimbursable Expenses among the Private Funds and
- the allocation of MIO expenses between Reimbursable Expenses, on the one hand, and from amounts received as Management Fee payments not calculated with respect to Reimbursable Expenses, on the other hand.

MIO seeks to allocate the management company expenses fairly among the Private Funds. MIO determines the allocation of these expenses among the Private Funds in accordance with one or more allocation protocols established by MIO from time to time. MIO believes that such allocation protocols are reasonable; however, other reasonable options exist that would likely lead to different results, including results that would be more beneficial to certain Private Funds. While the allocation of management company expenses among the Private Funds is designed generally to reflect each Private Fund's consumption of MIO's resources, certain expenses will be specifically allocated only to certain Private Fund(s), other expenses will be disproportionately allocated to certain Private Fund(s), and some expenses will be allocated ratably among the Private Funds.

Expense Allocation: MIO and the MIO Funds' Shared Expenses

Similarly, while MIO seeks to allocate fairly expenses that are shared between and among MIO and the MIO Funds, it realizes that the allocation of shared expenses presents conflicts of interest and the appearance of a conflict of interest for MIO. MIO seeks to allocate these expenses fairly between MIO and the Funds. MIO determines the allocation of expenses among MIO and the MIO Funds in accordance with one or more allocation protocols established by MIO from time to time. MIO believes that such allocation protocols are reasonable; however, other reasonable options exist that would likely lead to different results, including results that would be more beneficial to certain MIO Fund(s).

Ultimately, MIO will make judgments with respect to the allocation of expenses – both with respect to the management company expenses and the shared expenses - in its good faith discretion

and make corrective allocations should it determine that corrections are necessary or advisable.

Differing Investment Returns of the MIO Funds

While MIO Funds often invest on a side-by-side basis, the returns realized by the MIO Funds (even with respect to the same investment) could differ significantly due to many factors, including the use of leverage by certain MIO Funds and not others, differing fees and expenses associated with each MIO Fund, the structure of certain transactions, currency fluctuations, the jurisdiction in which it is registered, and legal, tax, regulatory or other considerations, including ERISA.

Differing Liquidity Requirements and Interests of the MIO Funds

The MIO Funds frequently have differing liquidity requirements as well as investment, tax, regulatory, and other interests. Conflicts of interest, and issues that create the appearance of a conflict of interest, will, from time to time, arise, for example, when MIO Funds invest in the same Portfolio Fund. MIO considers the best interests of an MIO Fund when making an investment decision on behalf of a fund that will, from time to time, result in MIO reaching different investment decisions for MIO Funds with respect to the same investment.

Ancillary Benefits

MIO will, from time to time, also derive certain ancillary benefits from providing investment advisory and other services to the MIO Funds and Advisory Clients. Providing such services can be expected to enhance MIO's relationships with various parties, such as Portfolio Managers or other financial institutions. In addition, managing the MIO Funds can be expected also to benefit MIO and its employees.

Service Providers

Certain advisors and other service providers (including, without limitation, auditors and attorneys) to the Clients also provide goods or services to, or have business, personal, or other relationships with, MIO or its employees. These relationships will, from time to time, create a conflict of interest, or the appearance of a conflict of interest, for MIO in deciding whether to select or recommend any such advisor or service provider to perform services on behalf of a Client.

Affiliation with MIO Funds Subject to ERISA

Certain MIO Funds, such as the Portfolios, are or will be subject to ERISA or other applicable regulations or considerations that, due to the role of MIO, could restrict, limit, or materially impact either the ability of an MIO Fund to invest or co-invest as such other clients or the terms of an MIO Fund's investment. Those laws and regulations will, from time to time, have the effect of limiting the investment opportunities available to the MIO Funds, result in the incurrence of additional expenses, or result in a modification or restriction of certain rights or a change in certain terms applicable to an MIO Fund's investment.

Side Letters and other Similar Agreements

MIO and the Private Funds are generally permitted to enter into side letters granting certain Private Fund investors different rights, including, but not limited to, rights relating to fees and liquidity. No side letter provided to a Private Fund investor by MIO and/or the Private Fund would necessarily entitle any other investor to the rights granted in the side letter.

For a further discussion of conflicts of interest, please see the applicable Private Fund Offering Materials.

Item 12. Brokerage Practices

A. Criteria for the Selection of Broker-Dealers

Discretionary: MIO Funds

Brokerage Selection

As described above, MIO typically invests the MIO Fund assets in Portfolio Funds or Managed Accounts managed by third-party Portfolio Managers that, in turn, make direct investments. In such instances, the third-party Portfolio Managers, not MIO, select the broker-dealers through which the Portfolio Funds and Managed Accounts execute transactions on a trade-by-trade basis. As such, these relationships typically do not directly implicate MIO's best execution obligations.

By contrast, MIO will directly trade products on behalf of the MIO Funds through broker-dealers or other counterparties selected by MIO. To the extent MIO uses a broker-dealer or other counterparty to execute securities transactions for an MIO Fund, MIO is subject to a duty to seek best execution for such transactions. In selecting a broker-dealer or other counterparty for such transactions, consideration will be given to several factors, including the selected, and other considered, counterparties' financial responsibility, reputation, experience, personnel, range and quality of services (including execution), and commission rates. The particular factors relevant to an execution decision, however, typically vary depending on the nature of the instrument being traded. MIO need not solicit competitive bids and has no obligation to seek the lowest possible commission cost. Accordingly, if MIO determines, in good faith, that the amount of commissions or other compensation charged by a broker-dealer or counterparty is reasonable in relation to the value of the brokerage and products or services provided by the broker-dealer, the MIO Fund is permitted to pay commissions or other compensation to such broker-dealer in an amount greater than the amount another broker-dealer or counterparty might charge.

Soft Dollar Benefits

MIO currently has no soft dollar arrangements. However, MIO will, from time to time, use full-service broker-dealers and other counterparties that provide research or other products or services to most or all their customers, without being requested to do so, and MIO will, from time to time, receive and use research provided by these broker-dealers.

In selecting broker-dealers and banks to effect portfolio transactions, MIO is permitted to enter into arrangements outside the safe harbor for fiduciaries' use of "soft dollar" payments established by Section 28(e) of the Exchange Act and may consider such factors as price, the ability of the broker-dealers and banks to effect transactions, their facilities, reliability, and financial responsibility, as well as any products or services provided, or expenses paid, by such broker-dealers and banks. Products and services may include research items used by MIO in making investment decisions and expenses may include MIO's general overhead expenses. Such soft dollar benefits may cause MIO to execute a transaction with a specific broker-dealer or bank even though it may not offer the lowest transaction fees.

Trade Errors

It is MIO's policy generally not to reimburse an MIO Fund for any clerical errors or mistakes of MIO with respect to its placing or executing trades for the MIO Fund (collectively, "**Trade Errors**"), as such errors are a cost of doing business. However, under the MIO Fund's exculpation of liability and indemnification provisions, MIO will be obligated to reimburse the MIO Fund for any Trade Error resulting from MIO's fraud, gross negligence, or willful misconduct. Subject to its fiduciary obligations, MIO will determine whether or not any Trade Error is required to duties be reimbursed in accordance with such liability and exculpation provisions. Any positive Trade Errors will benefit the MIO Fund and not be retained by MIO.

Notwithstanding the preceding paragraph, where MIO invests the assets of the Portfolios or any other MIO Fund that constitutes "plan assets" under ERISA, the standard for determining whether MIO is obligated to reimburse any such MIO Fund for Trade Errors will be whether MIO breached its fiduciary duty to the MIO Fund. If MIO did not breach its fiduciary duty to such MIO Fund in committing the Trade Error, the MIO Fund would bear the cost of the Trade Error.

Non-Discretionary: Advisory Clients

Not applicable.

B. Aggregation of Orders/Allocation of Trades

Discretionary: MIO Funds

Allocation of Investment Opportunities

When allocating investment opportunities among the various MIO Funds, MIO is subject to conflicts of interest, and issues that present the appearance of a conflict of interest. For example: (i) MIO receives different Management Fees and/or Performance-based Compensation from the various MIO Funds; and (ii) MIO and employees will invest various amounts of their own capital in some MIO Funds (including the Private Funds), but will not invest the same amount in every MIO Fund. MIO will use its best judgment and act in a manner it considers fair and equitable, over time, in allocating investment opportunities among the MIO Funds.

MIO advises multiple MIO Funds, some of which have similar investment objectives. MIO will have incentives (including, without limitation, different pecuniary or compensatory interests) to favor certain MIO Funds over others. When it is determined an opportunity is appropriate for more than one MIO Fund, MIO will seek to allocate opportunities among those MIO Funds (and, as pertinent, execute orders for all participating MIO Fund accounts) on a fair and equitable basis over time. In allocating such investment opportunities, MIO will consider factors such as the relative amounts of capital available for new investments and the investment programs and positions of each MIO Fund for which participation is appropriate.

Aggregation of Trades

MIO will, from time to time, but is not required to, aggregate sales and purchase orders being made simultaneously for more than one MIO Fund, if, in MIO's reasonable judgment, such aggregation would result in an overall economic benefit to the pertinent MIO Funds. The aggregation of orders could lead to a conflict of interest, or the appearance of a conflict of interest, if an order cannot be entirely fulfilled and MIO is required to determine which accounts should receive executions, in

what amounts, and in what order. MIO will generally endeavor to aggregate and allocate orders in a manner reasonably designed to safeguard that no particular MIO Fund is favored or disfavored and that participating MIO Funds are treated in a fair and equitable manner over time

Non-Discretionary: Advisory Clients

Not applicable.

Item 13. Review of Accounts

A. Periodic Review

Discretionary: MIO Funds

MIO receives reports from the Portfolio Managers, generally on a monthly or quarterly basis, on all investments made on behalf of the Retirement Trust and the Private Funds. MIO continually reviews these reports and determines the impact on the performance of the applicable MIO Fund. For the Special Situations strategy, MIO makes decisions, as appropriate, to change allocation among investments or to add or delete investments monthly or quarterly and in accordance with the applicable investment guidelines. For the Private Markets Strategy, MIO generally monitors the performance of the Portfolio Fund investments and such information is available to MIO when considering the Portfolio Manager's next vintage Portfolio Fund. While MIO looks to the Investment Teams as the first step in the compliance process, MIO recognizes the need for independent oversight. MIO's Co-CIOs perform all reviews and MIO's Board, or a committee thereof, provides ongoing oversight and monitoring of MIO's investment operations.

With respect to the Macro Trading, MIO typically reviews positions continually, consistent with the product's needs.

Non-Discretionary: Advisory Clients

MIO provides investment advice to Advisory Clients on a non-discretionary basis, i.e., the clients are not bound to MIO's recommendation(s). However, after the initial investment recommendation, the Advisory Team member remains available to review and discuss the client's investment program and will contact the client typically at least every year and at career-related inflection points, e.g., promotion, transfer, retirement, etc.

B. Non-Periodic Reviews

Other than the periodic review of accounts described above, certain market disruptions could trigger a non-periodic review of Client accounts.

C. Client Reports to Investors

Discretionary: MIO Funds

To comply with Rule 206(4)-2 under the Advisers Act (the "**Custody Rule**"), when MIO is deemed to have custody of a Private Fund's assets, MIO generally expects to furnish to Private Fund investors, within 180 days after the end of each fiscal year or as soon as practicable thereafter, an annual report containing financial statements audited in accordance with Generally Accepted

Accounting Principles (“GAAP”) (or International Financial Reporting Standards (“IFRS”) reconciled with GAAP for certain Private Funds) by the pertinent Private Fund’s independent auditors as well as such tax information as is necessary for each Private Fund investor to complete U.S. federal and state income tax or information returns. In addition, MIO generally provides Private Fund investors with account statements on a quarterly basis.

MIO furnishes monthly reports and annual audited financial statements to the Trustees of the Retirement Trust.

The timing of the distributions of the reports and statements described above are subject to the receipt by MIO of certain information regarding the Portfolio Funds and Managed Accounts from Portfolio Managers or other third parties.

Non-Discretionary: Advisory Clients

Advisory Clients can choose to use MIO’s self-guided tools, especially the Balance Sheet Application, that provide visibility on asset structure and portfolio components. Advisors share investment recommendations through the “MIO Proposals” section. For any investment in an MIO-managed product, the client would receive the same reporting as any other investor.

Item 14. Client Referrals and Other Compensation

Not applicable.

Item 15. Custody

Discretionary: MIO Funds

Private Fund assets are generally held by one or more banks, brokerage firms, or other counterparties, except certain privately-offered securities that are not required to be maintained with a qualified custodian. Nonetheless, MIO is deemed to have custody of the assets contained in the Private Fund portfolios to the extent that MIO or an affiliate serves as the general partner or managing member of each Private Fund or otherwise has legal authority over, or access to, the cash or securities held for the benefit of such Private Fund portfolios.

To comply with the Custody Rule, the Private Funds undergo an annual audit performed by an independent accounting firm registered with, and subject to inspection by, the Public Company Accounting Oversight Board. The audited financial statements, prepared in accordance with GAAP (or IFRS reconciled with GAAP for certain Private Funds), are distributed to Private Fund investors within 180 days of the fund’s fiscal year, as noted in ***Item 13*** above.

Non-Discretionary: Advisory Clients

MIO does not have custody of the Advisory Clients’ assets.

Item 16. Investment Discretion

Discretionary: MIO Funds

MIO has full discretion in all investment and trading decisions made for Direct Investments. By contrast, MIO generally grants Portfolio Managers discretion to invest or trade assets allocated to them in a manner the Portfolio Managers deem appropriate, subject to specific contractually-negotiated standards, oversight, and, in certain cases, with certain defined guidelines or restriction.

Non-Discretionary: Advisory Clients

MIO does not have investment discretion over the Advisory Clients' accounts and instead provides non-binding investment advice. Therefore, in each such case, the Advisory Client is the final decision maker on all buy, sell, and hold decisions.

Item 17. Voting Client Securities (Proxy Voting)

Discretionary: MIO Funds

In managing the MIO Funds, MIO generally allocates MIO Fund assets to independent Portfolio Managers for management in the Portfolio Funds and Managed Accounts. Accordingly, voting authority concerning positions held in Portfolio Funds and Managed Accounts is vested with the relevant Portfolio Manager and not with MIO. MIO typically is not requested or required to vote proxies. However, from time to time, MIO has the authority to vote proxies held directly by the MIO Funds and will do so in accordance with its fiduciary obligations.

In voting proxies, MIO is guided by general fiduciary principles. MIO's goal is to act prudently, solely in the best interest of the pertinent MIO Fund(s). MIO has an obligation to consider whether "material conflicts of interest" exist between the interests of MIO and the relevant MIO Fund(s). If it is determined that any such conflict or potential conflict is not material, MIO may vote proxies notwithstanding the conflict. However, if it is determined that a conflict of interest or potential conflict of interest is material, MIO's legal team will work with appropriate personnel to agree upon a method to resolve such conflict before voting proxies affected by the conflict. MIO attempts to consider all factors of its vote that could affect (i) the role of the MIO Fund in the investors' portfolios or (ii) the value of the MIO Fund and will vote proxies in the manner it believes will be consistent with efforts to achieve the MIO Fund's stated objectives. MIO reserves the right to abstain from voting proxies to the extent it determines that the time management cost of evaluating and voting the proxy would not be beneficial for MIO or the relevant MIO Fund.

Generally, MIO will divide proxies into routine matters and non-recurring or extraordinary matters. It is MIO's general policy, absent a particular reason to the contrary, to vote with an issuer's management's recommendations on routine matters. For example, MIO will generally vote for proposals to ratify auditors unless MIO has reason to doubt an auditor's independence from the issuer or otherwise has reason to believe that the selected independent auditor is unsuitable. For non-recurring extraordinary matters, for example, a change in one or more of a Portfolio Fund's business terms or any shareholder proposal, MIO votes on a case-by-case basis in accordance with the general guidelines set forth above. If an MIO Fund receives an in-kind distribution of traditional debt or equity securities or otherwise acquires such securities, and MIO is requested to vote a proxy in connection with such securities, MIO will do so in a manner

consistent with the general guidelines set forth above.

Copies of such policies and procedures and information regarding how MIO voted proxies are available to investors upon request by contacting MIO at the address or phone number listed on the cover of this Brochure.

Non-Discretionary: Advisory Clients

Not applicable.

Item 18. Financial Information

MIO has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to a Client.